

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

Ref. Docket No. 402

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER
APPROVING STIPULATION BY AND AMONG DEBTORS, LOS FIELDS, INC.
AND EDWARD FIELD WITH RESPECT TO CLAIM NUMBERS 20548
AND 20549 IN THE CHAPTER 11 CASES**

The undersigned counsel to the above-captioned affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby certifies as follows:

On June 27, 2023, the Court entered the *Order (I) Approving the Combined Disclosure Statement and Plan on an Interim Basis; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballot and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Confirmation Hearing and the Deadline for Filing Objections Thereto; and (VI) Granting Related Relief* [Docket No. 402] (the “Solicitation Procedures Order”). Following entry of the Solicitation Procedures Order, the Debtors and counsel for Los Fields, Inc. (f/k/a Natural Merchants, Inc.) and Edward Field (together, the “Claimants”) engaged in good faith discussions regarding proofs of claim assigned numbers 20548 and 20549 (together, the “Claims”), which were filed in the Debtors’ chapter 11 cases. Pursuant to such discussions, the Debtors and Claimants agreed to temporarily allow and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

fix the amount of the Claims solely for purposes of voting on the Debtors' chapter 11 plan (the "Plan").

Accordingly, on July 5, 2023, the Debtors and Claimants entered into the stipulation, attached as Exhibit 1 (the "Stipulation") to the proposed order attached hereto as **Exhibit A** (the "Proposed Order"). The Debtors submit that the Stipulation is appropriate and consistent with the parties' discussions and that approval of the Stipulation will permit the Debtors to solicit votes on the Plan as efficiently as possible and avoid unnecessary motion practice and the costs thereof. Accordingly, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or hearing.

[signature page follows]

Dated: Wilmington, Delaware
July 5, 2023

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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